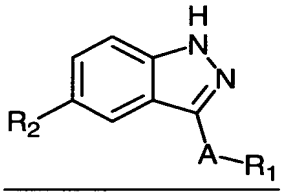
Amendments to the Claims:

This listing of claims will replace all prior versions, and listings, of claims in the application:

Listing of claims

1-34. (Canceled)

35. (Currently Amended) ~~The~~ A method ~~of claim 22 wherein A is $-(CH_2)_bC{\equiv}C(CH_2)_e-$~~ for treating a condition responsive to JNK inhibition, comprising administering to a patient in need thereof an effective amount of a compound having the structure:



or a pharmaceutically acceptable salt thereof, wherein:

A is $-(CH_2)_bC{\equiv}C(CH_2)_c-$;

R_1 is aryl, heteroaryl or heterocycle fused to phenyl, each being optionally substituted with one to four substituents independently selected from R_3;

R_2 is $-R_3$, $-R_4$, $-(CH_2)_bC(=O)R_5$, $-(CH_2)_bC(=O)OR_5$, $-(CH_2)_bC(=O)NR_5R_6$, $-(CH_2)_bC(=O)NR_5(CH_2)_cC(=O)R_6$, $-(CH_2)_bNR_5C(=O)R_6$, $-(CH_2)_bNR_5C(=O)NR_6R_7$, $-(CH_2)_bNR_5R_6$, $-(CH_2)_bOR_5$, $-(CH_2)_bSO_dR_5$ or $-(CH_2)_bSO_2NR_5R_6$;

b and *c* are the same or different and at each occurrence independently selected from 0, 1, 2, 3 or 4;

d is at each occurrence 0, 1 or 2;

R_3 is at each occurrence independently halogen, hydroxy, carboxy, alkyl, alkoxy, haloalkyl, acyloxy, thioalkyl, sulfinylalkyl, sulfonylalkyl, hydroxyalkyl, aryl, substituted aryl, arylalkyl, substituted arylalkyl, heterocycle, substituted heterocycle, heterocyclealkyl, substituted

heterocyclealkyl, -C(=O)OR_8, -C(=O)R_8, -C(=O)NR_8R_9, -C(=O)NR_8OR_9, -$SO_2NR_8R_9$, -$NR_8SO_2R_9$, -CN, -NO_2, -NR_8R_9, -$NR_8C(=O)R_9$, -$NR_8C(=O)(CH_2)_bOR_9$, -$NR_8C(=O)(CH_2)_bR_9$, -$O(CH_2)_bNR_8R_9$, or heterocycle fused to phenyl;

R_4 is alkyl, aryl, arylalkyl, heterocycle or heterocyclealkyl, each being optionally substituted with one to four substituents independently selected from R_3, or R_4 is halogen or hydroxy;

R_5, R_6 and R_7 are the same or different and at each occurrence independently hydrogen, alkyl, aryl, arylalkyl, heterocycle or heterocyclealkyl, wherein each of R_5, R_6 and R_7 are optionally substituted with one to four substituents independently selected from R_3; and

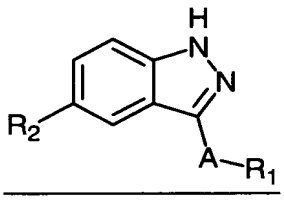
R_8 and R_9 are the same or different and at each occurrence independently hydrogen, alkyl, aryl, arylalkyl, heterocycle, or heterocyclealkyl, or R_8 and R_9 taken together with the atom or atoms to which they are bonded form a heterocycle, wherein each of R_8, R_9, and R_8 and R_9 taken together to form a heterocycle are optionally substituted with one to four substituents independently selected from R_3.

36. (Currently Amended) The method of claim ~~22~~ 35 wherein R_1 is aryl optionally substituted with one to four substituents independently selected from R_3.

37. (Currently Amended) The method of claim ~~22~~ 35 wherein R_1 is heteroaryl optionally substituted with one to four substituents independently selected from R_3.

38. (Currently Amended) The method of claim ~~22~~ 35 wherein R_1 is heterocycle fused to phenyl optionally substituted with one to four substituents independently selected from R_3.

39. (Currently Amended) ~~The~~ A method ~~of claim 22 wherein R_2 is $(CH_2)_bC(=O)R_5$~~ for treating a condition responsive to JNK inhibition, comprising administering to a patient in need thereof an effective amount of a compound having the structure:



or a pharmaceutically acceptable salt thereof, wherein:

A is a direct bond, $-(CH_2)_a-$, $-(CH_2)_bCH=CH(CH_2)_c-$, or $-(CH_2)_bC\equiv C(CH_2)_c-$;

R_1 is aryl, heteroaryl or heterocycle fused to phenyl, each being optionally substituted with one to four substituents independently selected from R_3;

R_2 is $-(CH_2)_bC(=O)R_5$;

a is 1, 2, 3, 4, 5 or 6;

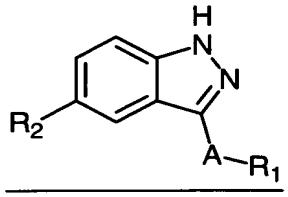
b and *c* are the same or different and at each occurrence independently selected from 0, 1, 2, 3 or 4;

R_3 is at each occurrence independently halogen, hydroxy, carboxy, alkyl, alkoxy, haloalkyl, acyloxy, thioalkyl, sulfinylalkyl, sulfonylalkyl, hydroxyalkyl, aryl, substituted aryl, arylalkyl, substituted arylalkyl, heterocycle, substituted heterocycle, heterocyclealkyl, substituted heterocyclealkyl, $-C(=O)OR_8$, $-C(=O)R_8$, $-C(=O)NR_8R_9$, $-C(=O)NR_8OR_9$, $-SO_2NR_8R_9$, $-NR_8SO_2R_9$, $-CN$, $-NO_2$, $-NR_8R_9$, $-NR_8C(=O)R_9$, $-NR_8C(=O)(CH_2)_bOR_9$, $-NR_8C(=O)(CH_2)_bR_9$, $-O(CH_2)_bNR_8R_9$, or heterocycle fused to phenyl;

R_5, R_6 and R_7 are the same or different and at each occurrence independently alkyl, aryl, arylalkyl, heterocycle or heterocyclealkyl, wherein each of R_5, R_6 and R_7 are optionally substituted with one to four substituents independently selected from R_3; and

R_8 and R_9 are the same or different and at each occurrence independently hydrogen, alkyl, aryl, arylalkyl, heterocycle, or heterocyclealkyl, or R_8 and R_9 taken together with the atom or atoms to which they are bonded form a heterocycle, wherein each of R_8, R_9, and R_8 and R_9 taken together to form a heterocycle are optionally substituted with one to four substituents independently selected from R_3.

40. (Currently Amended) ~~The~~ A method ~~of claim 22 wherein R_2 is $-(CH_2)_bC(=O)NR_5R_6$~~ for treating a condition responsive to JNK inhibition, comprising administering to a patient in need thereof an effective amount of a compound having the structure:



or a pharmaceutically acceptable salt thereof, wherein:

A is a direct bond, $-(CH_2)_a-$, $-(CH_2)_bCH=CH(CH_2)_c-$, or $-(CH_2)_bC\equiv C(CH_2)_c-$;

R_1 is aryl, heteroaryl or heterocycle fused to phenyl, each being optionally substituted with one to four substituents independently selected from R_3;

R_2 is $-(CH_2)_bC(=O)NR_5R_6$;

a is 1, 2, 3, 4, 5 or 6;

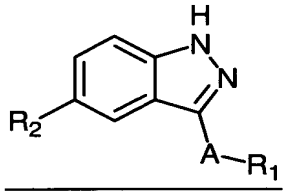
b and *c* are the same or different and at each occurrence independently selected from 0, 1, 2, 3 or 4;

R_3 is at each occurrence independently halogen, hydroxy, carboxy, alkyl, alkoxy, haloalkyl, acyloxy, thioalkyl, sulfinylalkyl, sulfonylalkyl, hydroxyalkyl, aryl, substituted aryl, arylalkyl, substituted arylalkyl, heterocycle, substituted heterocycle, heterocyclealkyl, substituted heterocyclealkyl, $-C(=O)OR_8$, $-C(=O)R_8$, $-C(=O)NR_8R_9$, $-C(=O)NR_8OR_9$, $-SO_2NR_8R_9$, $-NR_8SO_2R_9$, $-CN$, $-NO_2$, $-NR_8R_9$, $-NR_8C(=O)R_9$, $-NR_8C(=O)(CH_2)_bOR_9$, $-NR_8C(=O)(CH_2)_bR_9$, $-O(CH_2)_bNR_8R_9$, or heterocycle fused to phenyl;

R_5, R_6 and R_7 are the same or different and at each occurrence independently hydrogen, alkyl, aryl, arylalkyl, heterocycle or heterocyclealkyl, wherein each of R_5, R_6 and R_7 are optionally substituted with one to four substituents independently selected from R_3; and

R_8 and R_9 are the same or different and at each occurrence independently hydrogen, alkyl, aryl, arylalkyl, heterocycle, or heterocyclealkyl, or R_8 and R_9 taken together with the atom or atoms to which they are bonded form a heterocycle, wherein each of R_8, R_9, and R_8 and R_9 taken together to form a heterocycle are optionally substituted with one to four substituents independently selected from R_3.

41. (Currently Amended) ~~The~~ A method ~~of claim 22 wherein R_2 is $-(CH_2)NR_5C(=O)R_6$~~ for treating a condition responsive to JNK inhibition, comprising administering to a patient in need thereof an effective amount of a compound having the structure:



or a pharmaceutically acceptable salt thereof, wherein:

A is a direct bond, $-(CH_2)_a-$, $-(CH_2)_bCH=CH(CH_2)_c-$, or $-(CH_2)_bC\equiv C(CH_2)_c-$;

R_1 is aryl, heteroaryl or heterocycle fused to phenyl, each being optionally substituted with one to four substituents independently selected from R_3;

R_2 is $-(CH_2)_bNR_5C(=O)R_6$;

a is 1, 2, 3, 4, 5 or 6;

b and *c* are the same or different and at each occurrence independently selected from 0, 1, 2, 3 or 4;

R_3 is at each occurrence independently halogen, hydroxy, carboxy, alkyl, alkoxy, haloalkyl, acyloxy, thioalkyl, sulfinylalkyl, sulfonylalkyl, hydroxyalkyl, aryl, substituted aryl, arylalkyl, substituted arylalkyl, heterocycle, substituted heterocycle, heterocyclealkyl, substituted heterocyclealkyl, $-C(=O)OR_8$, $-C(=O)R_8$, $-C(=O)NR_8R_9$, $-C(=O)NR_8OR_9$, $-SO_2NR_8R_9$, $-NR_8SO_2R_9$, $-CN$, $-NO_2$, $-NR_8R_9$,

-$NR_8C(=O)R_9$, -$NR_8C(=O)(CH_2)_bOR_9$, -$NR_8C(=O)(CH_2)_bR_9$, -$O(CH_2)_bNR_8R_9$, or heterocycle fused to phenyl;

R_5, R_6 and R_7 are the same or different and at each occurrence independently hydrogen, alkyl, aryl, arylalkyl, heterocycle or heterocyclealkyl, wherein each of R_5, R_6 and R_7 are optionally substituted with one to four substituents independently selected from R_3; and

R_8 and R_9 are the same or different and at each occurrence independently hydrogen, alkyl, aryl, arylalkyl, heterocycle, or heterocyclealkyl, or R_8 and R_9 taken together with the atom or atoms to which they are bonded form a heterocycle, wherein each of R_8, R_9, and R_8 and R_9 taken together to form a heterocycle are optionally substituted with one to four substituents independently selected from R_3.

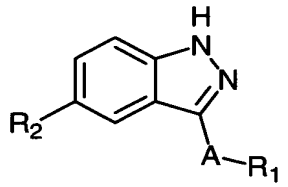
42-46. (Canceled)

47. (Currently Amended) ~~The~~ A method ~~of claim 43 wherein R_4 is 3-triazolyl, optionally substituted at its 5 position with:~~

~~(a) a C_1-C_4 straight or branched chain alkyl group optionally substituted with a hydroxyl, methylamino, dimethylamino or 1-pyrrolidinyl group; or~~

~~(b) a 2-pyrrolidinyl group~~

for treating a condition responsive to JNK inhibition, comprising administering to a patient in need thereof an effective amount of a compound having the structure:



or a pharmaceutically acceptable salt thereof, wherein:

A is a direct bond, -$(CH_2)_a$-, -$(CH_2)_bCH=CH(CH_2)_c$-, or -$(CH_2)_bC\equiv C(CH_2)_c$-;

R_1 is aryl, heteroaryl or heterocycle fused to phenyl, each being optionally substituted with one to four substituents independently selected from R_3;

R_2 is R_4;

a is 1, 2, 3, 4, 5 or 6;

b and *c* are the same or different and at each occurrence independently selected from 0, 1, 2, 3 or 4;

R_3 is at each occurrence independently halogen, hydroxy, carboxy, alkyl, alkoxy, haloalkyl, acyloxy, thioalkyl, sulfinylalkyl, sulfonylalkyl, hydroxyalkyl, aryl, substituted aryl, arylalkyl, substituted arylalkyl, heterocycle, substituted heterocycle, heterocyclealkyl, substituted heterocyclealkyl, $-C(=O)OR_8$, $-C(=O)R_8$, $-C(=O)NR_8R_9$, $-C(=O)NR_8OR_9$, $-SO_2NR_8R_9$, $-NR_8SO_2R_9$, $-CN$, $-NO_2$, $-NR_8R_9$, $-NR_8C(=O)R_9$, $-NR_8C(=O)(CH_2)_bOR_9$, $-NR_8C(=O)(CH_2)_bR_9$, $-O(CH_2)_bNR_8R_9$, or heterocycle fused to phenyl;

R_4 is 3-triazolyl, optionally substituted at its 5-position with:

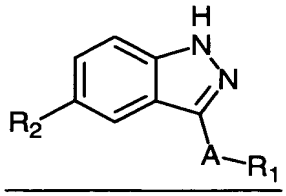
(a) a C_1-C_4 straight or branched chain alkyl group optionally substituted with a hydroxyl, methylamino, dimethylamino or 1-pyrrolidinyl group; or

(b) a 2-pyrrolidinyl group;

R_5, R_6 and R_7 are the same or different and at each occurrence independently hydrogen, alkyl, aryl, arylalkyl, heterocycle or heterocyclealkyl, wherein each of R_5, R_6 and R_7 are optionally substituted with one to four substituents independently selected from R_3; and

R_8 and R_9 are the same or different and at each occurrence independently hydrogen, alkyl, aryl, arylalkyl, heterocycle, or heterocyclealkyl, or R_8 and R_9 taken together with the atom or atoms to which they are bonded form a heterocycle, wherein each of R_8, R_9, and R_8 and R_9 taken together to form a heterocycle are optionally substituted with one to four substituents independently selected from R_3.

48. (Currently Amended) ~~The~~ A method ~~of claim 43 wherein R_4 is tetrazole~~ for treating a condition responsive to JNK inhibition, comprising administering to a patient in need thereof an effective amount of a compound having the structure:



or a pharmaceutically acceptable salt thereof, wherein:

A is a direct bond, $-(CH_2)_a-$, $-(CH_2)_bCH=CH(CH_2)_c-$, or $-(CH_2)_bC\equiv C(CH_2)_c-$;

R_1 is aryl, heteroaryl or heterocycle fused to phenyl, each being optionally substituted with one to four substituents independently selected from R_3;

R_2 is R_4;

a is 1, 2, 3, 4, 5 or 6;

b and *c* are the same or different and at each occurrence independently selected from 0, 1, 2, 3 or 4;

R_3 is at each occurrence independently halogen, hydroxy, carboxy, alkyl, alkoxy, haloalkyl, acyloxy, thioalkyl, sulfinylalkyl, sulfonylalkyl, hydroxyalkyl, aryl, substituted aryl, arylalkyl, substituted arylalkyl, heterocycle, substituted heterocycle, heterocyclealkyl, substituted heterocyclealkyl, $-C(=O)OR_8$, $-C(=O)R_8$, $-C(=O)NR_8R_9$, $-C(=O)NR_8OR_9$, $-SO_2NR_8R_9$, $-NR_8SO_2R_9$, $-CN$, $-NO_2$, $-NR_8R_9$, $-NR_8C(=O)R_9$, $-NR_8C(=O)(CH_2)_bOR_9$, $-NR_8C(=O)(CH_2)_bR_9$, $-O(CH_2)_bNR_8R_9$, or heterocycle fused to phenyl;

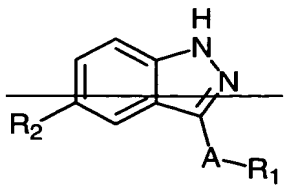
R_4 is tetrazole or imidazole;

R_5, R_6 and R_7 are the same or different and at each occurrence independently hydrogen, alkyl, aryl, arylalkyl, heterocycle or heterocyclealkyl, wherein each of R_5, R_6 and R_7 are optionally substituted with one to four substituents independently selected from R_3; and

R_8 and R_9 are the same or different and at each occurrence independently hydrogen, alkyl, aryl, arylalkyl, heterocycle, or heterocyclealkyl, or R_8 and R_9 taken together with the atom or atoms to which they are bonded form a heterocycle, wherein each of R_8, R_9, and R_8 and R_9 taken together to form a heterocycle are optionally substituted with one to four substituents independently selected from R_3.

49. (Currently Amended) The method of claim ~~43~~ 48 wherein R_4 is imidazole.

50. (Currently Amended) A method of claim 35, 39-41, 47 or 48, wherein the condition is: ~~for treating or preventing~~ rheumatoid arthritis; rheumatoid spondylitis; osteoarthritis; gout; asthma, bronchitis; allergic rhinitis; chronic obstructive pulmonary disease; cystic fibrosis; inflammatory bowel disease; irritable bowel syndrome; mucous colitis; ulcerative colitis; Crohn's disease; Huntington's disease; gastritis; esophagitis; hepatitis; pancreatitis; nephritis; multiple sclerosis; lupus erythematosus; Type II diabetes; atherosclerosis; restenosis ~~following angioplasty~~; left ventricular hypertrophy; myocardial infarction; stroke; ischemic damages of heart, lung, gut, kidney, liver, pancreas, spleen and brain; acute or chronic organ transplant rejection; ~~preservation of an organ for transplantation;~~ graft versus host disease; endotoxin shock; multiple organ failure; psoriasis; burn caused by exposure to fire, chemicals, or radiation; eczema; dermatitis; skin graft; ~~ischemia; ischemic conditions associated with surgery or traumatic injury;~~ epilepsy; Alzheimer's disease; Parkinson's disease; immunological response to bacterial or viral infection; cachexia; angiogenic diseases; ~~and~~ proliferative ~~dieseases~~ diseases; solid tumor; ~~and cancers~~ or cancer of ~~a variety of tissues such as~~ the colon, rectum, prostate, liver, lung, bronchus, pancreas, brain, head, neck, stomach, skin, kidney, cervix, blood, larynx, esophagus, mouth, pharynx, urinary bladder, ovary, or uterine ~~comprising administering to a patient in need of such treatment or prevention an effective amount of a compound having the structure:~~



or a pharmaceutically acceptable salt thereof,

wherein:

A is a direct bond, $-(CH_2)_a-$, $-(CH_2)_bCH=CH(CH_2)_e-$, or $-(CH_2)_bC\equiv C(CH_2)_e-$;

R_1 is aryl, heteroaryl or heterocycle fused to phenyl, each being optionally substituted with one to four substituents independently selected from R_3;

R_2 is R_3, R_4, $-(CH_2)_bC(=O)R_5$, $-(CH_2)_bC(=O)OR_5$, $-(CH_2)_bC(=O)NR_5R_6$, $-(CH_2)_bC(=O)NR_5(CH_2)_eC(=O)R_6$, $-(CH_2)_bNR_5C(=O)R_6$, $-(CH_2)_bNR_5C(=O)NR_6R_7$, $-(CH_2)_bNR_5R_6$, $-(CH_2)_bOR_5$, $-(CH_2)_bSO_dR_5$ or $-(CH_2)_bSO_2NR_5R_6$;

a is 1, 2, 3, 4, 5 or 6;

b and *c* are the same or different and at each occurrence independently selected from 0, 1, 2, 3 or 4;

d is at each occurrence 0, 1 or 2;

R_3 is at each occurrence independently halogen, hydroxy, carboxy, alkyl, alkoxy, haloalkyl, acyloxy, thioalkyl, sulfinylalkyl, sulfonylalkyl, hydroxyalkyl, aryl, substituted aryl, arylalkyl, substituted arylalkyl, heterocycle, substituted heterocycle, heterocyclealkyl, substituted heterocyclealkyl, $C(=O)OR_8$, $OC(=O)R_8$, $C(=O)NR_8R_9$, $C(=O)NR_8OR_9$, $SO_2NR_8R_9$, $NR_8SO_2R_9$, CN, NO_2, NR_8R_9, $NR_8C(=O)R_9$, $NR_8C(=O)(CH_2)_bOR_9$, $NR_8C(=O)(CH_2)_bR_9$, $O(CH_2)_bNR_8R_9$, or heterocycle fused to phenyl;

R_4 is alkyl, aryl, arylalkyl, heterocycle or heterocyclealkyl, each being optionally substituted with one to four substituents independently selected from R_3, or R_4 is halogen or hydroxy;

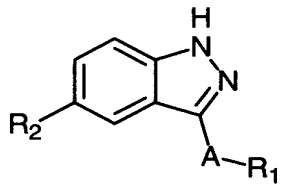
R_5, R_6 and R_7 are the same or different and at each occurrence independently hydrogen, alkyl, aryl, arylalkyl, heterocycle or heterocyclealkyl, wherein each of R_5, R_6 and R_7 are optionally substituted with one to four substituents independently selected from R_3; and

R_8 and R_9 are the same or different and at each occurrence independently hydrogen, alkyl, aryl, arylalkyl, heterocycle, or heterocyclealkyl, or R_8 and R_9 taken together with the atom or atoms to which they are bonded form a heterocycle, wherein each

~~of R_8, R_9, and R_8 and R_9 taken together to form a heterocycle are optionally substituted with one to four substituents independently selected from R_3.~~

51-54. (Canceled)

55. (Currently Amended) ~~The~~ A method ~~of claim 50 wherein A is $-(CH_2)_bC{\equiv}C(CH_2)_e-$~~ for treating cancer comprising administering to a patient in need of such treatment an effective amount of a compound having the structure:



or a pharmaceutically acceptable salt thereof, wherein:

A is $-(CH_2)_bC{\equiv}C(CH_2)_c-$;

R_1 is aryl, heteroaryl or heterocycle fused to phenyl, each being optionally substituted with one to four substituents independently selected from R_3;

R_2 is $-R_3$, $-R_4$, $-(CH_2)_bC(=O)R_5$, $-(CH_2)_bC(=O)OR_5$, $-(CH_2)_bC(=O)NR_5R_6$, $-(CH_2)_bC(=O)NR_5(CH_2)_cC(=O)R_6$, $-(CH_2)_bNR_5C(=O)R_6$, $-(CH_2)_bNR_5C(=O)NR_6R_7$, $-(CH_2)_bNR_5R_6$, $-(CH_2)_bOR_5$, $-(CH_2)_bSO_dR_5$ or $-(CH_2)_bSO_2NR_5R_6$;

b and *c* are the same or different and at each occurrence independently selected from 0, 1, 2, 3 or 4;

d is at each occurrence 0, 1 or 2;

R_3 is at each occurrence independently halogen, hydroxy, carboxy, alkyl, alkoxy, haloalkyl, acyloxy, thioalkyl, sulfinylalkyl, sulfonylalkyl, hydroxyalkyl, aryl, substituted aryl, arylalkyl, substituted arylalkyl, heterocycle, substituted heterocycle, heterocyclealkyl, substituted heterocyclealkyl, $-C(=O)OR_8$, $-C(=O)R_8$, $-C(=O)NR_8R_9$, $-C(=O)NR_8OR_9$, $-SO_2NR_8R_9$, $-NR_8SO_2R_9$, $-CN$, $-NO_2$, $-NR_8R_9$, $-NR_8C(=O)R_9$, $-NR_8C(=O)(CH_2)_bOR_9$, $-NR_8C(=O)(CH_2)_bR_9$, $-O(CH_2)_bNR_8R_9$, or heterocycle fused to phenyl;

R_4 is alkyl, aryl, arylalkyl, heterocycle or heterocyclealkyl, each being optionally substituted with one to four substituents independently selected from R_3, or R_4 is halogen or hydroxy;

R_5, R_6 and R_7 are the same or different and at each occurrence independently hydrogen, alkyl, aryl, arylalkyl, heterocycle or heterocyclealkyl, wherein each of R_5, R_6 and R_7 are optionally substituted with one to four substituents independently selected from R_3; and

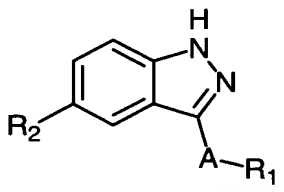
R_8 and R_9 are the same or different and at each occurrence independently hydrogen, alkyl, aryl, arylalkyl, heterocycle, or heterocyclealkyl, or R_8 and R_9 taken together with the atom or atoms to which they are bonded form a heterocycle, wherein each of R_8, R_9, and R_8 and R_9 taken together to form a heterocycle are optionally substituted with one to four substituents independently selected from R_3.

56. (Currently Amended) The method of claim ~~50~~ 55 wherein R_1 is aryl optionally substituted with one to four substituents independently selected from R_3.

57. (Currently Amended) The method of claim ~~50~~ 55 wherein R_1 is heteroaryl optionally substituted with one to four substituents independently selected from R_3.

58. (Currently Amended) The method of claim ~~50~~ 55 wherein R_1 is heterocycle fused to phenyl optionally substituted with one to four substituents independently selected from R_3.

59. (Currently Amended) The A method ~~of claim 50 wherein R_2 is $-(CH_2)_bC(=O)R_5$~~ for treating cancer comprising administering to a patient in need of such treatment an effective amount of a compound having the structure:



or a pharmaceutically acceptable salt thereof, wherein:

A is a direct bond, -$(CH_2)_a$-, -$(CH_2)_bCH=CH(CH_2)_c$-, or -$(CH_2)_bC\equiv C(CH_2)_c$-;

R_1 is aryl, heteroaryl or heterocycle fused to phenyl, each being optionally substituted with one to four substituents independently selected from R_3;

R_2 is -$(CH_2)_bC(=O)R_5$;

a is 1, 2, 3, 4, 5 or 6;

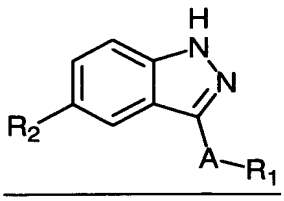
b and *c* are the same or different and at each occurrence independently selected from 0, 1, 2, 3 or 4;

R_3 is at each occurrence independently halogen, hydroxy, carboxy, alkyl, alkoxy, haloalkyl, acyloxy, thioalkyl, sulfinylalkyl, sulfonylalkyl, hydroxyalkyl, aryl, substituted aryl, arylalkyl, substituted arylalkyl, heterocycle, substituted heterocycle, heterocyclealkyl, substituted heterocyclealkyl, -$C(=O)OR_8$, -$C(=O)R_8$, -$C(=O)NR_8R_9$, -$C(=O)NR_8OR_9$, -$SO_2NR_8R_9$, -$NR_8SO_2R_9$, -CN, -NO_2, -NR_8R_9, -$NR_8C(=O)R_9$, -$NR_8C(=O)(CH_2)_bOR_9$, -$NR_8C(=O)(CH_2)_bR_9$, -$O(CH_2)_bNR_8R_9$, or heterocycle fused to phenyl;

R_5, R_6 and R_7 are the same or different and at each occurrence independently alkyl, aryl, arylalkyl, heterocycle or heterocyclealkyl, wherein each of R_5, R_6 and R_7 are optionally substituted with one to four substituents independently selected from R_3; and

R_8 and R_9 are the same or different and at each occurrence independently hydrogen, alkyl, aryl, arylalkyl, heterocycle, or heterocyclealkyl, or R_8 and R_9 taken together with the atom or atoms to which they are bonded form a heterocycle, wherein each of R_8, R_9, and R_8 and R_9 taken together to form a heterocycle are optionally substituted with one to four substituents independently selected from R_3.

60. (Currently Amended) The A method ~~of claim 50 wherein R_2 is -$(CH_2)_bC(=O)NR_5R_6$~~ for treating cancer comprising administering to a patient in need of such treatment an effective amount of a compound having the structure:



or a pharmaceutically acceptable salt thereof, wherein:

A is a direct bond, -$(CH_2)_a$-, -$(CH_2)_b$CH=CH$(CH_2)_c$-, or -$(CH_2)_b$C≡ C$(CH_2)_c$-;

R_1 is aryl, heteroaryl or heterocycle fused to phenyl, each being optionally substituted with one to four substituents independently selected from R_3;

R_2 is -$(CH_2)_b$C(=O)NR_5R_6;

a is 1, 2, 3, 4, 5 or 6;

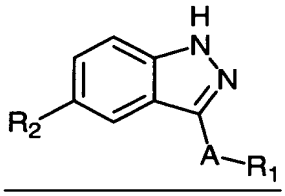
b and *c* are the same or different and at each occurrence independently selected from 0, 1, 2, 3 or 4;

R_3 is at each occurrence independently halogen, hydroxy, carboxy, alkyl, alkoxy, haloalkyl, acyloxy, thioalkyl, sulfinylalkyl, sulfonylalkyl, hydroxyalkyl, aryl, substituted aryl, arylalkyl, substituted arylalkyl, heterocycle, substituted heterocycle, heterocyclealkyl, substituted heterocyclealkyl, -C(=O)OR_8, -C(=O)R_8, -C(=O)NR_8R_9, -C(=O)NR_8OR_9, -$SO_2NR_8R_9$, -$NR_8SO_2R_9$, -CN, -NO_2, -NR_8R_9, -NR_8C(=O)R_9, -NR_8C(=O)$(CH_2)_b$$OR_9$, -$NR_8$C(=O)$(CH_2)_b$$R_9$, -O$(CH_2)_b$$NR_8R_9$, or heterocycle fused to phenyl;

R_5, R_6 and R_7 are the same or different and at each occurrence independently hydrogen, alkyl, aryl, arylalkyl, heterocycle or heterocyclealkyl, wherein each of R_5, R_6 and R_7 are optionally substituted with one to four substituents independently selected from R_3; and

R_8 and R_9 are the same or different and at each occurrence independently hydrogen, alkyl, aryl, arylalkyl, heterocycle, or heterocyclealkyl, or R_8 and R_9 taken together with the atom or atoms to which they are bonded form a heterocycle, wherein each of R_8, R_9, and R_8 and R_9 taken together to form a heterocycle are optionally substituted with one to four substituents independently selected from R_3.

61. (Currently Amended) The A method ~~of claim 50 wherein R_2 is $-(CH_2)NR_5C(=O)R_6$~~ for treating cancer comprising administering to a patient in need of such treatment an effective amount of a compound having the structure:



or a pharmaceutically acceptable salt thereof, wherein:

A is a direct bond, $-(CH_2)_a-$, $-(CH_2)_bCH=CH(CH_2)_c-$, or $-(CH_2)_bC\equiv C(CH_2)_c-$;

R_1 is aryl, heteroaryl or heterocycle fused to phenyl, each being optionally substituted with one to four substituents independently selected from R_3;

R_2 is $-(CH_2)_bNR_5C(=O)R_6$;

a is 1, 2, 3, 4, 5 or 6;

b and *c* are the same or different and at each occurrence independently selected from 0, 1, 2, 3 or 4;

R_3 is at each occurrence independently halogen, hydroxy, carboxy, alkyl, alkoxy, haloalkyl, acyloxy, thioalkyl, sulfinylalkyl, sulfonylalkyl, hydroxyalkyl, aryl, substituted aryl, arylalkyl, substituted arylalkyl, heterocycle, substituted heterocycle, heterocyclealkyl, substituted heterocyclealkyl, $-C(=O)OR_8$, $-C(=O)R_8$, $-C(=O)NR_8R_9$, $-C(=O)NR_8OR_9$, $-SO_2NR_8R_9$, $-NR_8SO_2R_9$, $-CN$, $-NO_2$, $-NR_8R_9$, $-NR_8C(=O)R_9$, $-NR_8C(=O)(CH_2)_bOR_9$, $-NR_8C(=O)(CH_2)_bR_9$, $-O(CH_2)_bNR_8R_9$, or heterocycle fused to phenyl;

R_5, R_6 and R_7 are the same or different and at each occurrence independently hydrogen, alkyl, aryl, arylalkyl, heterocycle or heterocyclealkyl, wherein each of R_5, R_6 and R_7 are optionally substituted with one to four substituents independently selected from R_3; and

R_8 and R_9 are the same or different and at each occurrence independently hydrogen, alkyl, aryl, arylalkyl, heterocycle, or heterocyclealkyl, or R_8 and R_9 taken

together with the atom or atoms to which they are bonded form a heterocycle, wherein each of R_8, R_9, and R_8 and R_9 taken together to form a heterocycle are optionally substituted with one to four substituents independently selected from R_3.

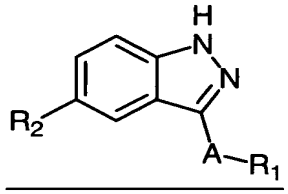
62-66. (Canceled)

67. (Currently Amended) ~~The~~ A method ~~of claim 63 wherein R_4 is 3-triazolyl, optionally substituted at its 5 position with:~~

~~(a) a C_1-C_4 straight or branched chain alkyl group optionally substituted with a hydroxyl, methylamino, dimethylamino or 1-pyrrolidinyl group; or~~

~~(b) a 2-pyrrolidinyl group~~

for treating cancer comprising administering to a patient in need of such treatment an effective amount of a compound having the structure:



or a pharmaceutically acceptable salt thereof, wherein:

A is a direct bond, $-(CH_2)_a-$, $-(CH_2)_bCH=CH(CH_2)_c-$, or $-(CH_2)_bC\equiv C(CH_2)_c-$;

R_1 is aryl, heteroaryl or heterocycle fused to phenyl, each being optionally substituted with one to four substituents independently selected from R_3;

R_2 is R_4;

a is 1, 2, 3, 4, 5 or 6;

b and *c* are the same or different and at each occurrence independently selected from 0, 1, 2, 3 or 4;

R_3 is at each occurrence independently halogen, hydroxy, carboxy, alkyl, alkoxy, haloalkyl, acyloxy, thioalkyl, sulfinylalkyl, sulfonylalkyl, hydroxyalkyl, aryl, substituted aryl, arylalkyl, substituted arylalkyl, heterocycle, substituted heterocycle, heterocyclealkyl, substituted

heterocyclealkyl, -C(=O)OR_8, -C(=O)R_8, -C(=O)NR_8R_9, -C(=O)NR_8OR_9, -$SO_2NR_8R_9$, -$NR_8SO_2R_9$, -CN, -NO_2, -NR_8R_9, -NR_8C(=O)R_9, -NR_8C(=O)$(CH_2)_bOR_9$, -NR_8C(=O)$(CH_2)_bR_9$, -$O(CH_2)_bNR_8R_9$, or heterocycle fused to phenyl;

R_4 is 3-triazolyl, optionally substituted at its 5-position with:

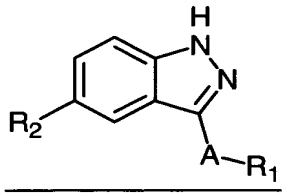
(a) a C_1-C_4 straight or branched chain alkyl group optionally substituted with a hydroxyl, methylamino, dimethylamino or 1-pyrrolidinyl group; or

(b) a 2-pyrrolidinyl group;

R_5, R_6 and R_7 are the same or different and at each occurrence independently hydrogen, alkyl, aryl, arylalkyl, heterocycle or heterocyclealkyl, wherein each of R_5, R_6 and R_7 are optionally substituted with one to four substituents independently selected from R_3; and

R_8 and R_9 are the same or different and at each occurrence independently hydrogen, alkyl, aryl, arylalkyl, heterocycle, or heterocyclealkyl, or R_8 and R_9 taken together with the atom or atoms to which they are bonded form a heterocycle, wherein each of R_8, R_9, and R_8 and R_9 taken together to form a heterocycle are optionally substituted with one to four substituents independently selected from R_3.

68. (Currently Amended) ~~The~~ A method ~~of claim 63 wherein R_4 is tetrazole~~ for treating cancer comprising administering to a patient in need of such treatment an effective amount of a compound having the structure:



or a pharmaceutically acceptable salt thereof, wherein:

A is a direct bond, -$(CH_2)_a$-, -$(CH_2)_b$CH=CH$(CH_2)_c$-, or -$(CH_2)_b$C≡ C$(CH_2)_c$-;

R_1 is aryl, heteroaryl or heterocycle fused to phenyl, each being optionally substituted with one to four substituents independently selected from R_3;

R_2 is R_4;

a is 1, 2, 3, 4, 5 or 6;

b and *c* are the same or different and at each occurrence independently selected from 0, 1, 2, 3 or 4;

R_3 is at each occurrence independently halogen, hydroxy, carboxy, alkyl, alkoxy, haloalkyl, acyloxy, thioalkyl, sulfinylalkyl, sulfonylalkyl, hydroxyalkyl, aryl, substituted aryl, arylalkyl, substituted arylalkyl, heterocycle, substituted heterocycle, heterocyclealkyl, substituted heterocyclealkyl, $-C(=O)OR_8$, $-C(=O)R_8$, $-C(=O)NR_8R_9$, $-C(=O)NR_8OR_9$, $-SO_2NR_8R_9$, $-NR_8SO_2R_9$, $-CN$, $-NO_2$, $-NR_8R_9$, $-NR_8C(=O)R_9$, $-NR_8C(=O)(CH_2)_bOR_9$, $-NR_8C(=O)(CH_2)_bR_9$, $-O(CH_2)_bNR_8R_9$, or heterocycle fused to phenyl;

R_4 is tetrazole or imidazole;

R_5, R_6 and R_7 are the same or different and at each occurrence independently hydrogen, alkyl, aryl, arylalkyl, heterocycle or heterocyclealkyl, wherein each of R_5, R_6 and R_7 are optionally substituted with one to four substituents independently selected from R_3; and

R_8 and R_9 are the same or different and at each occurrence independently hydrogen, alkyl, aryl, arylalkyl, heterocycle, or heterocyclealkyl, or R_8 and R_9 taken together with the atom or atoms to which they are bonded form a heterocycle, wherein each of R_8, R_9, and R_8 and R_9 taken together to form a heterocycle are optionally substituted with one to four substituents independently selected from R_3.

69. (Currently Amended) The method of claim ~~63~~ 68 wherein R_4 is imidazole.

70-74. (Canceled)

75. (Currently Amended) The method of claim ~~22~~ 39-41, 47, 48, 59-61, 67 or 68, wherein -A-R_1 is phenyl, optionally substituted with one to four substituents

independently selected from halogen, alkoxy, $-NR_8C(=O)R_9$, $-C(=O)NR_8R_9$, and $-O(CH_2)_bNR_8R_9$, wherein *b* is 2 or 3.

76. (Currently Amended) The method of claim ~~22~~ 35 or 55, wherein R_2 is $-(CH_2)_bC(=O)NR_5R_6$, $-(CH_2)_bNR_5C(=O)R_6$, 3-triazolyl or 5-tetrazolyl, wherein *b* is 0.

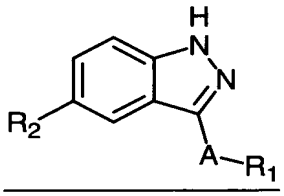
77. (Currently Amended) The method of claim ~~22~~ 76, wherein R_2 is 3-triazolyl or 5-tetrazolyl.

78. (Currently Amended) ~~The~~ A method ~~of claim 22, wherein:~~

~~(a) A R_1 is phenyl, optionally substituted with one to four substituents independently selected from halogen, alkoxy, $NR_8C(=O)R_9$, $C(=O)NR_8R_9$, and $O(CH_2)_bNR_8R_9$, wherein *b* is 2 or 3; and~~

~~(b) R_2 is $(CH_2)_bC(=O)NR_5R_6$, $(CH_2)_bNR_5C(=O)R_6$, 3-triazolyl or 5-tetrazolyl, wherein *b* is 0~~

for treating cancer comprising administering to a patient in need of such treatment an effective amount of a compound having the structure:



or a pharmaceutically acceptable salt thereof, wherein:

$-A-R_1$ is phenyl, optionally substituted with one to four substituents independently selected from halogen, alkoxy, $-NR_8C(=O)R_9$, $-C(=O)NR_8R_9$, and $-O(CH_2)_bNR_8R_9$;

R_2 is 3-triazolyl or 5-tetrazolyl;

a is 1, 2, 3, 4, 5 or 6;

b is 2 or 3;

c is at each occurrence 0, 1, 2, 3 or 4;

R_3 is at each occurrence independently halogen, hydroxy, carboxy, alkyl, alkoxy, haloalkyl, acyloxy, thioalkyl, sulfinylalkyl, sulfonylalkyl, hydroxyalkyl, aryl, substituted aryl, arylalkyl, substituted arylalkyl,

heterocycle, substituted heterocycle, heterocyclealkyl, substituted heterocyclealkyl, -C(=O)OR_8, -C(=O)R_8, -C(=O)NR_8R_9, -C(=O)NR_8OR_9, -$SO_2NR_8R_9$, -$NR_8SO_2R_9$, -CN, -NO_2, -NR_8R_9, -$NR_8C(=O)R_9$, -$NR_8C(=O)(CH_2)_bOR_9$, -$NR_8C(=O)(CH_2)_bR_9$, -$O(CH_2)_bNR_8R_9$, or heterocycle fused to phenyl;

R_5, R_6 and R_7 are the same or different and at each occurrence independently hydrogen, alkyl, aryl, arylalkyl, heterocycle or heterocyclealkyl, wherein each of R_5, R_6 and R_7 are optionally substituted with one to four substituents independently selected from R_3; and

R_8 and R_9 are the same or different and at each occurrence independently hydrogen, alkyl, aryl, arylalkyl, heterocycle, or heterocyclealkyl, or R_8 and R_9 taken together with the atom or atoms to which they are bonded form a heterocycle, wherein each of R_8, R_9, and R_8 and R_9 taken together to form a heterocycle are optionally substituted with one to four substituents independently selected from R_3.

79. (Canceled)

80. (Currently Amended) The method of claim ~~50~~ 78, wherein -A-R_1 is phenyl, optionally substituted with ~~one to four substituents independently selected from halogen, alkoxy, $NR_8C(=O)R_9$, $C(=O)NR_8R_9$, and~~ -$O(CH_2)_bNR_8R_9$, wherein *b* is 2 or 3.

81. (Currently Amended) The method of claim ~~50~~ 78, wherein R_2 is ~~$-(CH_2)_bC(=O)NR_5R_6$, $-(CH_2)_bNR_5C(=O)R_6$,~~ 3-triazolyl ~~or 5-tetrazolyl~~, wherein *b* is 0.

82. (Currently Amended) The method of claim ~~50~~ 78, wherein R_2 is ~~3-triazolyl or~~ 5-tetrazolyl.

83-85. (Canceled)

86. (Currently Amended) The method of claim 47 wherein R_4 is 3-triazolyl, optionally substituted at its 5-position with: methyl, n-propyl, isopropyl, 1-hydroxyethyl, 3-hydroxypropyl, methylaminomethyl, dimethylaminomethyl, 1-(dimethylamino)ethyl, 1-pyrrolidinylmethyl or 2-pyrrolidinyl.

87. (Currently Amended) The method of claim 67 wherein R_4 is 3-triazolyl, optionally substituted at its 5-position with: methyl, n-propyl, isopropyl, 1-hydroxyethyl, 3-hydroxypropyl, methylaminomethyl, dimethylaminomethyl, 1-(dimethylamino)ethyl, 1-pyrrolidinylmethyl or 2-pyrrolidinyl.

88. (New) The method of claim 55, 59-61, 67, 68 and 78, wherein the cancer is a solid tumor.

89. (New) The method of claim 55, 59-61, 67, 68 and 78, wherein the cancer is of the colon, rectum, prostate, liver, lung, bronchus, pancreas, brain, head, neck, stomach, skin, kidney, cervix, blood, larynx, esophagus, mouth, pharynx, urinary bladder, ovary or uterine.

90. (New) The method of claim 89, wherein the cancer is of the lung.